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Energy Transition Corp., John Carrington, William Bush,  
Michael C. Morgan, Adam E. Daley, David Buzby,  
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and Jane Woodward*

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
OAKLAND DIVISION

SAMHITA GERA and DENISH BHAVSAR,  
derivatively on behalf of STEM, INC. f/k/a  
STAR PEAK ENERGY TRANSITION CORP.,

Plaintiff,

v.

JOHN CARRINGTON, ERIC SCHEYER,  
WILLIAM BUSH, MICHAEL D. WILDS,  
MICHAEL C. MORGAN, ADAM E.  
DALEY, ALEC LITOWITZ, DESIRÉE  
ROGERS, C. PARK SHAPER, DAVID BUZBY,  
ANIL TAMMINEEDI, LISA L. TROE, LAURA  
D'ANDREA TYSON, and JANE  
WOODWARD,

Defendants,

and

STEM, INC. f/k/a STAR PEAK ENERGY  
TRANSITION CORP.,

Nominal Defendant.

Case No 4:23-cv-04423-HSG

**STIPULATION TO UNOPPOSED  
MOTION TO TRANSFER CASE TO  
DISTRICT OF DELAWARE  
PURSUANT TO 28 U.S.C. § 1404(a);  
ORDER**

Hearing Date: TBD  
Hearing Time: TBD  
Courtroom: 2  
Judge: Hon. Haywood S. Gilliam, Jr.

1 WHEREAS, on August 26, 2023, plaintiffs Samhita Gera and Denish Bhavsar (“Plaintiffs”)  
2 filed a shareholder derivative lawsuit (the “Complaint”) against defendants Stem, Inc. f/k/a Star Peak  
3 Energy Transition Corp. (“Stem” or “the Company”), John Carrington, William Bush, Michael C.  
4 Morgan, Adam E. Daley, David Buzby, Anil Tammineedi, Lisa L. Troe, Laura D’Andrea Tyson,  
5 Jane Woodward, Michael D. Wilds, Eric Scheyer, Adam E. Daley, Alec Litowitz, Desirée Rogers,  
6 and C. Park Shaper (the “Individual Defendants,” and collectively with Stem, “Defendants”) (all  
7 Defendants collectively with Plaintiffs, the “Parties”) (ECF No. 1);

9 WHEREAS, it is Defendants’ position that Plaintiffs’ lawsuit should be transferred to the  
10 District of Delaware pursuant to 28 U.S.C. § 1404(a), in light of the forum-selection clause contained  
11 in Article 11.1 of Stem’s Articles of Incorporation.<sup>1</sup> Defendants shall file a Motion to Transfer the  
12 Case to the District of Delaware (the “Transfer Motion”), and Plaintiffs agree not to oppose such  
13 Motion. Defendants shall obtain Plaintiffs’ agreement to the form of the Transfer Motion before  
14 filing it.

16 WHEREAS, the Parties further agree that following the Court’s decision on the Transfer  
17 Motion, all Defendants shall have 60 days after execution of waivers of service by the Individual  
18 Defendants within which to file a responsive pleading to the Complaint or after the filing of any  
19 amended complaint that is filed by Plaintiffs before the execution of waivers of service by the  
20 Individual Defendants. Such responsive pleading includes without limitation a motion to dismiss the  
21

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23 <sup>1</sup> Article 11.1 provides in part:

24 Forum: Unless the Corporation, in writing, selects or consents to the selection of an alternative forum: (a) the sole and  
25 exclusive forum for any complaint asserting any internal corporate claims . . . , to the fullest extent permitted by law, and  
26 subject to applicable jurisdictional requirements, shall be the Court of Chancery of the State of Delaware (or, if the Court  
27 of Chancery does not have, or declines to accept, jurisdiction, another state court or a federal court located within the  
28 State of Delaware); and (b) the sole and exclusive forum for any complaint asserting a cause of action arising under the  
Securities Act of 1933, to the fullest extent permitted by law, shall be the federal district courts of the United States of  
America.

1 Complaint for failure to state a claim under Federal Rules of Civil Procedure 12(b)6 and 23.1.

2 Plaintiffs shall have 60 days from the filing of such motion to dismiss within which to file an  
3 opposition. Defendants shall have 30 days from the filing of such opposition within which to file a  
4 reply;  
5

6 WHEREAS, the Parties further agree that in such responsive pleading, Defendants shall not  
7 seek dismissal on the grounds of *forum non conveniens* or further transfer of the lawsuit as currently  
8 pleaded;  
9

10 NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED among the  
11 undersigned Parties, and respectfully submitted for the Court's approval, as follows:

- 12 1. Defendants shall file the Transfer Motion on or before September 13, 2023. Plaintiffs shall  
13 not oppose such Motion. Defendants shall obtain Plaintiffs' agreement to the form of the  
14 Transfer Motion before filing it;
- 15 2. Following the Court's decision on the Transfer Motion, all Defendants shall have 60 days  
16 after execution of waivers of service by the Individual Defendants within which to file a  
17 responsive pleading to the Complaint or any amended complaint that is filed by Plaintiffs  
18 before the execution of waivers of service by the Individual Defendants. Such responsive  
19 pleading includes without limitation a motion to dismiss the Complaint for failure to state a  
20 claim under Federal Rules of Civil Procedure 12(b)6 and 23.1. Plaintiffs shall have 60 days  
21 from the filing of such motion to dismiss within which to file an opposition. Defendants shall  
22 have 30 days from the filing of such opposition within which to file a reply; and  
23
- 24 3. In such responsive pleading, Defendants shall not seek dismissal on the grounds of *forum non*  
25 *conveniens* or further transfer of the lawsuit as currently pleaded.  
26  
27  
28

1 Dated: September 12, 2023

Respectfully submitted,

2 FRESHFIELDS BRUCKHAUS DERINGER US LLP

3 By: /s/ Boris Feldman  
4 Boris Feldman

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8 *Anil Tammineedi, Lisa L. Troe, Laura D'Andrea Tyson,*  
9 *and Jane Woodward*

10 Dated: September 12, 2023

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26 Dated: September 12, 2023

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18 *Attorneys for Plaintiffs*

**ORDER**

Pursuant to the stipulation, IT IS SO ORDERED.

Date: 9/13/2023

  
The Hon. Haywood S. Gilliam, Jr.  
United States District Judge